



LMI
AEROSPACE, INC.

...since 1948

April 3, 2006

The Honorable Christopher Cox, Chairman
US Securities and Exchange Commission
100 F. Street, NE
Washington, DC 20549-1070

RE: Advisory Committee on Smaller Public companies Accommodations –
File Number 265-23

Dear Chairman Cox:

We would like to thank and offer our support for SEC's Advisory Committee on Smaller Public Companies (ACSPC) for their efforts in addressing the difficulties smaller entities have in gaining compliance with Section 404 of the Sarbanes Oxley Act of 2002. The ACSPC seems to have balanced the cost, both economically and in human capital, with the need for improved corporate governance by smaller public companies.

LMI Aerospace, Inc. has a vested interest in the adoption of the recommendations of the ACSPC. We are a manufacturer of components, kits and assemblies for the aerospace and technology markets with \$101 million in revenue during 2005 and a market capitalization of approximately \$200 million. We completed a public offering of shares on March 23, 2006 that added 2.7 million new shares or approximately \$50 million in market capitalization. This new growth in market capitalization pushes our value of publicly held stock over \$75 million, the current threshold for deferred compliance. Therefore, under the current rules, LMI Aerospace will be required to comply with Section 404 this year.

LMI Aerospace has 13 sites, a large number for our \$100 million in revenue, which creates a burden for compliance as most locations are deemed material to our financial statements. We have also been acquisitive and expect to continue this strategy. Acquisitions bring new challenges under Section 404, not the least to which is the possible exclusion of strategic candidates where compliance would be costly.

We believe that sound corporate governance is in the best interests of all investors. However, we believe that all entities are not capable of satisfying the requirements of Section 404 in an economical manner. We currently expect to spend approximately \$750,000 to comply with Section 404. If we encounter any difficulties, this could easily exceed \$1 million. At that level, the cost of compliance would be 1% of total revenues and 12% of our pre tax profits for 2005! We fail to see how that will benefit investors in LMI Aerospace.

Therefore, we offer our support for the adoption of an exemption from external auditor involvement in the Section 404 process for companies of our size. We applaud the ACSPC for suggesting a scaled approach to compliance with Section 404. We feel companies like LMI Aerospace who are either micro cap or small cap entities (as defined by the ACSPC) bear a disproportionate financial and human resource burden to comply.

LMI Aerospace's compliance is now likely accelerated to December 31, 2006. Therefore, we ask that the SEC accept the ACSPC's recommendations and that these recommendations be accepted quickly. In our current position, we are already incurring some of these costs and will not be able to alter our approach until the SEC rules on this issue.

Please feel free to contact me if you would like to discuss our concerns at (636) 916-2150 or by email at edickinson@lmiaerospace.com.

Sincerely,

A handwritten signature in cursive script, appearing to read "Lawrence E. Dickinson".

Lawrence E. Dickinson
Chief Financial Officer

LED:edb